

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF WASHINGTON AT SEATTLE

In re)	Chapter 11
)	
CLI HOLDINGS, INC.,)	Case No. 13-19746
)	
Debtor.)	<i>EX PARTE</i> APPLICATION BY
)	DEBTOR TO EMPLOY KELLER
)	ROHRBACK L.L.P.
)	

Pursuant to §327(a) of the Bankruptcy Code and Bankruptcy Rule 2014, CLI HOLDINGS, INC. dba ALYDIAN (“Debtor”), requests authorization to employ Keller Rohrback L.L.P. as its attorneys in this case for legal services provided from October 28, 2013 forward. In support of this application, Debtor represents as follows:

1. Debtor filed a voluntary petition under chapter 11 of the United States Bankruptcy Code on November 1, 2013. Debtor is managing its affairs as Debtor-in-possession pursuant to §1107 and §1108 of the Bankruptcy Code.
2. Debtor wishes to employ the firm of Keller Rohrback to assist it in connection with legal matters respecting this case, and has entered into the engagement agreement attached hereto as Exhibit A.
3. Debtor has selected Keller Rohrback because some of its attorneys are experienced in Chapter 11 matters and have particular expertise in bankruptcy that will be of significant value to Debtor.

1 4. The professional services that Debtor requires include, but not limited to, the
2 following:

- 3 (a) Legal advice with respect to their duties, responsibilities, and powers as
4 Debtor-in-possession in this case.
- 5 (b) Legal advice with respect to the formulation and approval of its chapter
6 11 plan and disclosure statement, or sale under § 363, investigation and
7 prosecution of claims against various third parties, if any, and any other
8 matters relevant to the case or the formulation of a plan in this case.
- 9 (c) Performance of such other legal services as may be reasonable or
10 necessary in the case.

11 5. Debtor believes that Keller Rohrback and its attorneys (a) do not hold or
12 represent any interests adverse to the interests of Debtor, (b) are disinterested persons within
13 the meaning of 11 U.S.C. §101, and (c) are not prepetition creditors of Debtor. Debtor
14 hereby consents to Keller Rohrback's representation of its interests herein.

15 6. Keller Rohrback holds a retainer in the amount of \$ 9833 will be held by
16 Keller Rohrback in an interest bearing account pending approval by the Bankruptcy Court to
17 apply those funds in payment of Keller Rohrback's approved fees and costs. Debtor
18 understands that fees and costs incurred may exceed the \$ 9833 retainer, and Debtor has
19 agreed to pay all fees and costs as they are approved by the Bankruptcy Court. In return for
20 their services provided to and on behalf of Debtor, Keller Rohrback will seek
21 (a) compensation based upon their standard billing rates, (b) reimbursement of expenses, and
22 (c) interim compensation and reimbursement of expenses during the case as permitted by the
23 United States Bankruptcy Code. A copy of the engagement letter stating the terms of
24 engagement is attached to this Application.

25 7. The present hourly billing rates of the attorneys and staff who will primarily
26 perform the legal services for Debtors in the case are as follows:

Deirdre Glynn Levin, Senior Counsel:	\$375
Darla Marshall, Legal Assistant	\$100

8. The Declaration of Deirdre Glynn Levin is submitted in support of this

1 Application.

2 WHEREFORE, Debtor requests that it be authorized to employ Keller Rohrback as
3 its attorneys to render legal services in this case, with compensation and reimbursement of
4 expenses to be paid as an administrative expense in such amounts as may be allowed by this
5 Court after notice and hearing pursuant to §330 of the Bankruptcy Code.

6 DATED this 4th day of November, 2013.

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8 /s/Peter J. Vessenes
9 Peter J. Vessenes
10 Director, CLI HOLDINGS, INC.
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